



CSX DISTRIBUTION SERVICES & CSX EQUIPMENT

Robert F. Hochwarth
Senior Counsel

100 North Charles Street
Baltimore, MD 21201
(301) 237-4605

RECORDATION NO. 5929-B FROM 1628

August 2, 1988

AUG 5 1988-2 23 PM

INTERSTATE COMMERCE COMMISSION

No. **8-218A043**

Date **AUG 5 1988**

Fee \$ **13.00**

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Gentlemen:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, are two executed counterparts of a secondary document, not previously recorded, entitled Instrument of Satisfaction, Release and Bill of Sale dated July 15, 1988.

The parties to the enclosed release are:

Manufacturers Hanover Trust Company,
as Agent (Vendor)
600 Fifth Avenue
New York, NY 10020

CSX Transportation, Inc. (Vendee)
Successor by merger to The Chesapeake
and Ohio Railway Company (C&O)
100 North Charles Street
Baltimore, MD 21201

Wilmington Securities, Inc. (Lessor)
successor in interest to The First
Pennsylvania Banking and Trust Company (Vendee)
Rodney Square North
Wilmington, DE 19801

Raceland Car Corporation
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, terminates that certain Conditional Sale Agreement dated as of January 1, 1971 by and between Bethlehem Steel Corporation (Bethlehem) and C&O and the Agreement and Assignment dated as of January 1, 1971 from Bethlehem to Vendor, recorded with the Interstate Commerce Commission on January 29, 1971 and assigned Recordation No. 5929 and that certain Lease of Railroad Equipment dated

as of January 1, 1971 between the Vendee and C&O recorded with the Commission on January 29, 1971 under Recordation No. 5929-A.


The units of equipment covered by the enclosed document are all units identified in the Conditional Sale Agreement, Agreement and Assignment and the Lease as amended and supplemented. A short summary of the document to appear in the ICC Index is as follows:

"Full and Complete Release."

Enclosed is a check in the amount of \$13 in payment of the filing fee.

Once the filing has been made, please return to the undersigned stamped copies of the Release not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

A handwritten signature in dark ink, appearing to read "D. J. Hochman". The signature is fluid and cursive, with a large initial "D" and a stylized "H".

RFH/mw
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

8/8/88

OFFICE OF THE SECRETARY

Robert F. Hochwarth
CSX Transportation
100 North Charles Street
Baltimore, MD 21201

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/5/88 at 2:25PM, and assigned recordation number(s). 5929-B, 6563-F & 9691-A

Sincerely yours,



Secretary

Enclosure(s)

INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE dated July 15, 1988, among Manufacturers Hanover Trust Company as Agent ("Vendor"), ^{SECURITIES} Wilmington Investments, Inc. ("Lessor"), successor in interest to The First Pennsylvania Banking and Trust Company ("Vendee"), CSX Transportation, Inc. ("Lessee") successor by merger to The Chesapeake and Ohio Railway Company ("Railway") and Raceland Car Corporation ("Purchaser").

bc

WITNESSETH

WHEREAS, by a Conditional Sale Agreement dated as of January 1, 1971 ("CSA") among Bethlehem Steel Corporation ("Bethlehem"), Railway and Vendee, Bethlehem agreed to sell to Vendee its interest in 2,000 100-ton open top hopper cars bearing the Railway's road numbers 77000 - 78999, inclusive (the "Equipment");

WHEREAS, Bethlehem assigned its rights under the CSA to the Vendor under an Agreement and Assignment dated as of January 1, 1971 (the "Assignment");

WHEREAS, by a Lease of Railroad Equipment dated as of January 1, 1971 ("Lease") between Vendee and the Railway, the Vendee leased the Equipment to the Railway subject to the rights of the Vendor under the CSA.

WHEREAS, the CSA and the Assignment were filed and recorded with the Interstate Commerce Commission on January 29, 1971 and assigned Recordation No. 5929;

WHEREAS, the Lease was filed with the Interstate Commerce Commission on January 29, 1971 and assigned Recordation No. 5929-A;

WHEREAS, the Vendee assigned its rights under the CSA, the Assignment and the Lease to CRF Investments, Inc. under an Agreement dated as of September 30, 1979 and Lessor is successor by merger to CRF Investments, Inc.

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of the Equipment from the CSA, the Lease and Assignment; and

WHEREAS, the Purchaser wishes to acquire the Equipment formerly covered by the CSA and the Lease free from the provisions thereof.

NOW, THEREFORE, in consideration of the premises, it is agreed:

The parties hereto do hereby acknowledge and confirm for the public record the satisfaction and release of the Equipment from the CSA, the Lease and Assignment.

The Vendor does hereby release its security interests in the Equipment and transfers to the Lessor its security title and property in and to the Equipment, free of all claims, rights, liens, security interest and other encumbrances created by, or retained under, the CSA, the Lease and Assignment.

The Lessor does hereby release its security interests in the Equipment and transfers to Raceland its security title and property in and to the Equipment, free of all claims, rights, liens, security interests and other encumbrances created by, or retained under, the CSA, the Lease and Assignment.

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The Lessor does hereby sell and transfer to the Purchaser all of its rights, title and interest in and to the Equipment, to have and to hold the same unto the Purchaser, its successors and assigns forever.

The Lessee does hereby release its leasehold interest in the Equipment under the Lease.

Warranties:

- (1) The Lessor represents and warrants that the Equipment is free and clear of liens and encumbrances arising by, through or under Lessor.
- (2) The Lessor represents and warrants that it has not executed any Bill of Sale or other instrument which by its express terms purported to transfer title to the Equipment to any other person.

THE LESSOR IS SELLING THE EQUIPMENT "AS IS" AND "WHERE IS" AND MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. THE LESSOR MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN PARAGRAPHS (1) AND (2) ABOVE. THE LESSOR SHALL IN NO EVENT BE RESPONSIBLE FOR DAMAGES ARISING IN STRICT LIABILITY OR FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES, HOWEVER ARISING.

This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

Manufacturers Hanover Trust Company, as Agent

(Corporate Seal)

By

T. C. Knight
T. C. KNIGHT
ASST. VICE PRESIDENT

ATTEST:

Michael F. Kiely
Michael F. Kiely
Trust Officer

SECURITIES
Wilmington Investments, Inc.

PC

(Corporate Seal)

By

Darlene Clark

Vice-President

ATTEST:

Synda H. John
Assistant Secretary

CSX Transportation, Inc.

(Corporate Seal)

ATTEST:

By

AVP & TREASURER - EQUIPMENT UNIT

D. J. Schwartz
Assistant Secretary

Raceland Car Corporation

(Corporate Seal)

By

Treasurer

ATTEST:

R. J. Hochstadt
Assistant Secretary

State of New York)
) ss:
County of New York)

On this 28th day of July, 1988, before me personally appeared I. C. KNIGHT, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of Manufacturers Hanover Trust Company, that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

My Commission expires:

State of DELAWARE)
County of NEW) ss:
CASTLE)

Craig P. Baxter
Notary Public

CAROLYN P. BAXTER
Notary Public, State of New York
No. 41-4920079
Qualified in Queens County
Certificate filed in New York County
Commission Expires February 16, 1990

On this 26 day of JULY, 1988, before me personally appeared DARLENE CLARKE, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of Wilmington Investments,

Inc., that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Joan E. Bachner
Notary Public

My Commission expires: 10/1/88

State of Maryland)
) ss:
City of Baltimore)

On this 20th day of July, 1988, before me personally appeared Denis J. Voisard, to me personally known, who, being by me duly sworn, says that he is Assistant Vice-President and Treasurer - Equipment Unit, CSX Transportation, Inc., that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

H. Sharon Overell
Notary Public

My Commission expires:

H. MARLENE WINCHELL
BALTO. CO., MD.
My Commission Expires July 1, 1990

State of Maryland)
) ss:
City of Baltimore)

On this 20th day of July, 1988, before me personally appeared Denis J. Voisard, to me personally known, who, being by me duly sworn, says that he is Treasurer of Raceland Car Corporation, that said instrument was executed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

H. Harlene Wendell
Notary Public

My Commission expires:

H. MARLENE WINCHELL
BALTO. CO., MD.
My Commission Expires July 1, 1990